

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1163.  
FILED, AUGUST 6th. 1964.

LOUVICOURT GOLDFIELD CORPORATION  
(No Personal Liability)

Full corporate name of Company

Incorporated under the Quebec Mining Companies Act

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953  
(Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous  
Filing Statement No. 629.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,  
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	<p>P. Beauchemin Corporation, a private Quebec company, in which J. Jacques Beauchemin, Andre Beauchemin and Claude Beauchemin are shareholders and officers, has sold to Newlund Mines Limited, a mining company having its head office in the City of Toronto, Province of Ontario, 288,475 shares of Louvicourt Goldfield Corporation at the price of 15¢ a share. As a result of the said sale, J. Jacques Beauchemin, Andre Beauchemin and Claude Beauchemin, who were directors and/or officers of Louvicourt Goldfield Corporation (N.P.L.), have resigned. New officers are now those hereinafter mentioned in clause 3 of the said filing statement.</p> <p>An Underwriting and Option Agreement dated July 29th, 1964, between the Company and Davidson &amp; Company, which Agreement is more particularly described in Item 6.</p>																		
2. Head office address and any other office address.	<p>The head office of the Company is located at 159 Craig Street West, Montreal, P.Q. There is now an executive office located at 100 Adelaide Street West, Suite 601, Toronto, Ontario.</p>																		
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>The present Officers and Directors of the Company are as follows:-</p> <table><thead><tr><th>Office</th><th>Name and Address</th><th>Occupation</th></tr></thead><tbody><tr><td>President and Director</td><td>ERIC CRADOCK, 25 Adelaide St.W., Toronto, Ontario.</td><td>Stock Broker</td></tr><tr><td>Vice-President and Director</td><td>A. W. JOHNSTON, 1600 Concourse Bldg., 100 Adelaide St.W., Toronto, Ontario.</td><td>Mining Engineer</td></tr><tr><td>Secretary-Treasurer and Director</td><td>HENRY HUNTER, 601 Concourse Bldg., 100 Adelaide St.W., Toronto, Ontario.</td><td>Accountant</td></tr><tr><td>Director</td><td>WILLIAM McKEE, 1600 Concourse Bldg., 100 Adelaide St.W., Toronto, Ontario.</td><td>Accountant</td></tr><tr><td>Director</td><td>ALBERT DOYON, 1469 Laird Boulevard, Town of Mount Royal, P.Q.</td><td>Financier</td></tr></tbody></table> <p>NOTE: The number of Directors was decreased from seven to five by By-Law Number 27 passed by the Directors on the 17th day of June, 1964, and unanimously confirmed at a General Meeting of the Shareholders held on the 30th day of June, 1964.</p>	Office	Name and Address	Occupation	President and Director	ERIC CRADOCK, 25 Adelaide St.W., Toronto, Ontario.	Stock Broker	Vice-President and Director	A. W. JOHNSTON, 1600 Concourse Bldg., 100 Adelaide St.W., Toronto, Ontario.	Mining Engineer	Secretary-Treasurer and Director	HENRY HUNTER, 601 Concourse Bldg., 100 Adelaide St.W., Toronto, Ontario.	Accountant	Director	WILLIAM McKEE, 1600 Concourse Bldg., 100 Adelaide St.W., Toronto, Ontario.	Accountant	Director	ALBERT DOYON, 1469 Laird Boulevard, Town of Mount Royal, P.Q.	Financier
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Director	ALBERT DOYON, 1469 Laird Boulevard, Town of Mount Royal, P.Q.	Financier																	
4. Share capitalization showing authorized and issued and outstanding capital.	<p>7,500,000 shares of \$1.00 par value are authorized 5,000,000 shares are issued and outstanding.</p>																		
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	<p>Not applicable</p>																		
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>Under an Agreement dated July 29th, 1964, between the Company and Davidson &amp; Company acting as Agent only on behalf of Cradock Holdings Limited, 25 Adelaide Street West, Toronto, Ontario, whereby, subject to acceptance for filing by the Toronto Stock Exchange of the said Underwriting and Option Agreement, the Company agreed to sell and Davidson &amp; Company agreed to purchase 250,000 shares of the Company's capital stock at the price of 20¢ per share forthwith after the aforesaid acceptance by the Toronto Stock Exchange, the date of which is hereinafter called "the effective date", and the Company agreed to grant to Davidson &amp; Company the sole and exclusive right or option to purchase all or any part or parts of an additional 750,000 shares of the Company's capital stock as follows:-</p> <table><tbody><tr><td>200,000 shares at the price of 25¢ per share, to be taken up and paid for within three (3) months of the effective date;</td><td>\$50,000.00</td></tr><tr><td>200,000 shares at the price of 30¢ per share, to be taken up and paid for within six (6) months of the effective date;</td><td>\$60,000.00</td></tr><tr><td>200,000 shares at the price of 35¢ per share, to be taken up and paid for within nine (9) months of the effective date;</td><td>\$70,000.00</td></tr><tr><td>150,000 shares at the price of 40¢ per share, to be taken up and paid for within twelve (12) months of the effective date;</td><td>\$60,000.00</td></tr></tbody></table>	200,000 shares at the price of 25¢ per share, to be taken up and paid for within three (3) months of the effective date;	\$50,000.00	200,000 shares at the price of 30¢ per share, to be taken up and paid for within six (6) months of the effective date;	\$60,000.00	200,000 shares at the price of 35¢ per share, to be taken up and paid for within nine (9) months of the effective date;	\$70,000.00	150,000 shares at the price of 40¢ per share, to be taken up and paid for within twelve (12) months of the effective date;	\$60,000.00										
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7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	There are no present or proposed assignments of any of the shares underwritten or optioned and none are contemplated except as referred to in Item 6 above.  As set forth in Item 6 above, Davidson & Company entered into the Underwriting and Option Agreement on behalf of Cradock Holdings Limited, the outstanding shares of which are held as follows:-  Eric Cradock, 25 Adelaide Street West, Toronto, Ontario, is the beneficial owner of 70% of the outstanding shares.  J. B. Ryan, 9906 109th Street, Edmonton, Alberta, is the beneficial owner of 30% of the outstanding shares.																				
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	No payment in cash or securities of the Company has been made or will be made to a promoter or finder in connection with the proposed Underwriting and Option Agreement referred to in Item 6 above.																				
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	Funds derived from the aforesaid Underwriting and Option Agreement will be used for general administrative expenses, as the Company has applied to the Province of Quebec for four oil and gas concessions and intends to acquire by purchase mining claims or mining properties, particulars of which will be covered in an amended filing statement. In the event that the oil and gas concessions and/or the mining claims or mining properties are acquired as aforesaid, the Company proposes to expend moneys on the exploration and development of same, particulars of which will be disclosed in an amended filing statement.																				
10. Brief statement of company's chief development work during past year.	None																				
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Not applicable																				
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable																				
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None																				
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not applicable																				
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table><tr><th>Name</th><th></th><th>Shares Held</th></tr><tr><td>E. T. Lynch &amp; Company</td><td>55 Yonge St., Toronto, Ont.</td><td>445,700</td></tr><tr><td>P. Beauchemin Corporation</td><td>507 Place d'Armes Montreal, P.Q.</td><td>288,475</td></tr><tr><td>Jones, Heward &amp; Company</td><td>249 St. James St. W., Montreal, P.Q.</td><td>245,800</td></tr><tr><td>G. C. Williams &amp; Co.</td><td>184 Bay St., Toronto, Ont.</td><td>243,183</td></tr><tr><td>Cradock &amp; Company</td><td>25 Adelaide St. W., Toronto, Ont.</td><td>240,100</td></tr></table> Newlund Mines Limited is the beneficial owner of 419,500 shares registered in the name of E.T. Lynch & Company, and of the 288,475 shares registered in the name of P. Beauchemin Corporation. The Company has no knowledge as to the beneficial ownership of the remaining 26,200 shares registered in the name of E. T. Lynch & Company, nor as to the ownership of the shares registered in the names of Jones, Heward & Company, G. C. Williams & Co. or Cradock & Company.			Name		Shares Held	E. T. Lynch & Company	55 Yonge St., Toronto, Ont.	445,700	P. Beauchemin Corporation	507 Place d'Armes Montreal, P.Q.	288,475	Jones, Heward & Company	249 St. James St. W., Montreal, P.Q.	245,800	G. C. Williams & Co.	184 Bay St., Toronto, Ont.	243,183	Cradock & Company	25 Adelaide St. W., Toronto, Ont.	240,100
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E. T. Lynch & Company	55 Yonge St., Toronto, Ont.	445,700																			
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Cradock & Company	25 Adelaide St. W., Toronto, Ont.	240,100																			

# FINANCIAL STATEMENTS

## LOUVICOURT GOLDFIELD CORPORATION (No Personal Liability)

### BALANCE SHEET

as at

June 30th. 1964

### A S S E T S

#### Current

Cash in Bank	4,419.94	
Short term notes	75,000.00	
Investments		
Marketable - (Market Value \$136,740.00)	81,202.36	160,622.30

#### Fixed

Mining concessions and rights	356,477.75	
Buildings, Machinery & Equipment at Val D'Or, Quebec, at book value at December 31st. 1950 less proceeds of Sales to December 31st. 1963	369,308.16	
Stores and Supplies at Val D'Or, Quebec, at estimated realizable per physical count taken April 20th. 1960	7,600.00	
Pre-milling expense	670,977.19	1,404,363.10
		<u>\$1,564,985.40</u>

### L I A B I L I T I E S

#### Current

Provision for Accrued Liabilities	1,500.00	
Due to Vendors of certain mining properties acquired by the Corporation	10,750.00	12,250.00

#### Capital

Authorized 7,500,000 Shares of \$1.00 Par Value		
Issued and fully paid		
5,000,000 Shares of \$1.00 Par Value	5,000,000.00	
Less Discount thereon - net	2,615,000.00	
	2,385,000.00	
Deficit - Schedule attached	832,264.60	1,552,735.40
		<u>\$1,564,985.40</u>

Approved on behalf of the Board:

Eric Craddock

Director

H. H. Minter

Director

LOUVICOURT GOLDFIELD CORPORATION  
(No Personal Liability)

STATEMENT OF DEFICIT

as at June 30th. 1964

Balance as at January 1st. 1964			831,697.06
Add - Expenditures for the period January 1st. to June 30th. 1964:			
Exploration Expense			
Fire Insurance	86.97		
Watchman's Salary	150.00		
One-half Annual expense Mining			
Rights in Ditton	<u>107.50</u>	344.47	
General and Administrative Expense			
Administration	1,200.00		
Transfer Agents Fees	451.83		
Quebec Corporation Tax	70.00		
Sundry	<u>10.00</u>	<u>1,731.83</u>	<u>2,076.30</u>
			\$833,773.36
Deduct - Interest received			<u>1,508.76</u>
Balance - June 30th. 1964			<u>\$832,264.60</u>

LOUVICOURT GOLDFIELD CORPORATION  
(No Personal Liability)

INVESTMENTS - June 30th. 1964

Marketable

Shares		Book Value	Market Value	
			@	\$
23,000	East Sullivan Mines Limited	38,573.50	3.25	74,750.00
5,000	Hastings Mining & Development Limited	8,005.43	2.78	13,900.00
22,900	Sullivan Consolidated Mines Limited	<u>34,623.43</u>	2.10	<u>48,090.00</u>
		<u>\$81,202.36</u>		<u>\$136,740.00</u>

Short Term Notes

Par Value

\$25,000.00	Trust General du Canada Certificate de Depot Garanti - 4-3/4% redeemable August 24th. 1964	\$25,000.00	\$ 25,000.00
\$50,000.00	Trust General du Canada Certificate de Depot Garanti - 4-3/4% redeemable February 23rd. 1964	<u>\$50,000.00</u>	<u>\$ 50,000.00</u>
		<u>\$75,000.00</u>	<u>\$ 75,000.00</u>

LOUVICOURT GOLDFIELD CORPORATION  
(No Personal Liability)

Statement of Source and Application of Funds  
for the period January 1st. to June 30th. 1964

Working Capital - January 1st. 1964 148,939.84

Source of Funds:

Interest on Short Term Notes 1,508.76

Application of Funds

As detailed in Statement of Deficit

Exploration Expense	344.47	
General & Administrative Expense	<u>1,731.83</u>	<u>2,076.30</u>

Decrease in Working Capital	<u>567.54</u>	<u>567.54</u>
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<u>Working Capital - June 30th. 1964</u>		<u>\$148,372.30</u>
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Approved on behalf of the Board:

*Eric Craslock*  
Director

*M. Hunter*  
Director

LOUVICOURT GOLDFIELD CORPORATION  
(No Personal Liability)

Statement of Source and Application of Funds  
for the period July 1st. to 30th. 1964

Working Capital - July 1st. 1964 148,372.30

Source of Funds:

Dividend Income	
East Sullivan Mines Limited	2,760.00
Hastings Mining & Development Limited	1,000.00
Sullivan Consolidated Mines Limited	<u>1,145.00</u>
	<u>4,905.00</u>

Application of Funds:

Exploration Expense:	
Examination of	
Mahen Property,	
Megantic Area	398.60
Cash advanced to	
Prospector re	
Field Work	<u>680.00</u>
	1,078.60

General & Administrative Expense	
Printing Annual Reports	240.36
Filing Fee - Toronto	
Stock Exchange	200.00
Filing Fee - Return, etc.	12.00
Travel re Annual Meeting	151.97
Transfer Agents Fees	<u>464.43</u>
	<u>1,068.76</u>
	<u>2,147.36</u>

Increase in Working Capital	<u>\$2,757.64</u>	<u>2,757.64</u>
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<u>Working Capital - July 30th. 1964</u>		<u>\$151,129.94</u>
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Approved on behalf of the Board:

*Eric Craslock*  
Director

*M. Hunter*  
Director

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Eric Cradock and Newlund Mines Limited are large enough shareholders of the Company to materially affect the control of the Company.															
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<p>As at June 30th, 1964.</p> <table><tr><td></td><td></td><td><u>Cost</u></td></tr><tr><td>East Sullivan Mines Ltd.</td><td>23,000 shares</td><td>38,573.50</td></tr><tr><td>Sullivan Consolidated Mines Ltd.</td><td>22,900 shares</td><td>34,623.43</td></tr><tr><td>Hastings Mining &amp; Development Ltd.</td><td>5,000 shares</td><td>7,995.50</td></tr><tr><td></td><td>Total</td><td>\$ 81,192.43</td></tr></table>			<u>Cost</u>	East Sullivan Mines Ltd.	23,000 shares	38,573.50	Sullivan Consolidated Mines Ltd.	22,900 shares	34,623.43	Hastings Mining & Development Ltd.	5,000 shares	7,995.50		Total	\$ 81,192.43
		<u>Cost</u>														
East Sullivan Mines Ltd.	23,000 shares	38,573.50														
Sullivan Consolidated Mines Ltd.	22,900 shares	34,623.43														
Hastings Mining & Development Ltd.	5,000 shares	7,995.50														
	Total	\$ 81,192.43														
18. Brief statement of any lawsuits pending or in process against company or its properties.	None															
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	Not applicable															
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	This Statement is filed pursuant to the Rules and Regulations of the Toronto Stock Exchange in respect to the matters referred to in Item 1 above, which the Company understands to be classed as "material changes". There are no other relevant facts. The shares of the Company will be in the course of primary distribution to the public after the said Underwriting and Option Agreement becomes effective.															

DATED July 31st, 1964.

**CERTIFICATE OF THE COMPANY**

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

LOUVICOURT GOLDFIELD CORPORATION (No Personal Liability)

"E. Cradock"

*Eric Cradock* CORPORATE SEAL  
President

"H. Hunter"

*H. Hunter*  
Secretary

**CERTIFICATE OF UNDERWRITER OR OPTIONEE**

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

DAVIDSON & COMPANY

"J.C. Labbett"

*J.C. Labbett*